

# L52756

WILLIAMS MULLEN

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02 JUL 31 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Direct Dial: 804.643.1991  
@williamsmullen.com

July 30, 2002

**FEDERAL EXPRESS**

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Paul H. Skaggs, M.D., P.A.

Dear Sir or Madam:

Enclosed are First Amended and Restated Articles of Incorporation for Paul H. Skaggs, M.D., P.A., a Florida professional corporation, along with our check in the amount of \$35.00 to cover your fee for filing same.

Please return evidence of this filing to the undersigned in the enclosed stamped, self-addressed envelope.

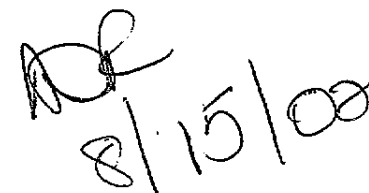
With best regards, I am

Sincerely,

  
Catherine W. Eagles  
Corporate Paralegal

/cwe  
Enclosures

cc: Philip M. Sprinkle, II, Esquire (w/o enclosures)

  
8/15/02

*A Professional Corporation*

MICHIGAN • VIRGINIA • WASHINGTON, D.C. • LONDON

Two James Center 1021 East Cary Street (23219) P.O. Box 1320 Richmond, VA 23218-1320 Tel: 804.643.1991 Fax: 804.783.6507  
www.williamsmullen.com



WILLIAMS MULLEN

Direct Dial: 804.643.1991  
@williamsmullen.com

August 12, 2002

**VIA FACSIMILE**

Ms. Annette Ramsey  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Indian River Radiology, P.A.  
Paul H. Skaggs, M.D., P.A.

Dear Annette:

Enclosed please find corrected page 1 of the First Amended and Restated Articles of Incorporation for each of Indian River Radiology, P.A. and Paul H. Skaggs, M.D., P.A. which articles were revised to reflect the correct incorporation dates and to add the date the articles were adopted by the shareholders and Board of Directors of each corporation.

Once the articles have been filed, please return evidence of those filings to me in the enclosed stamped, self-addressed envelope.

Thank you, Annette, for your help in this matter.

With best regards, I am

Sincerely,

Catherine W. Eagles  
Corporate Paralegal

/cwe

Enclosures

cc: Philip M. Sprinkle, II, Esquire (w/enclosures)

*A Professional Corporation*

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**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PAUL H. SKAGGS, M.D., P.A.**

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02 JUL 31 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Paul H. Skaggs, M.D., P.A. were originally filed on February 26, 1990. The shareholders and directors of Paul H. Skaggs, M.D., P.A. by unanimous consent in writing as of the 17th day of July, 2002 signed by all of the shareholders and directors of the Corporation adopted a resolution amending and restating its Articles of Incorporation, and now desire to amend and restate the Articles of Incorporation pursuant to, inter alia, Sections 607.1007(2) and 607.1003 of the Florida Statutes which shall, effective upon the filing of the First Amended and Restated Articles of Incorporation, be amended and restated in their entirety to read as follows:

**ARTICLE I - NAME**

The name of the Corporation is: **Paul H. Skaggs, M.D., P.A.**

**ARTICLE II - PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 621 of the Florida Statutes.

**ARTICLE III - STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of 1/100s Dollars (\$0.01) per share.

**ARTICLE IV - ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial Registered Office of this Corporation is 1485 37th Street, Suite 101, Vero Beach, FL 32960, and the name of the Registered Agent of this Corporation at that address is Paul H. Skaggs, M.D.

#### ARTICLE V - ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the Principal Office of this Corporation is  
1485 37th Street, Suite 101, Vero Beach, Florida 32960.

#### ARTICLE VI - BOARD OF DIRECTORS

Section 1. The business of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The Board of Directors shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the Bylaws of the Corporation as may be amended from time to time.

#### ARTICLE VII - OFFICERS

Section 1. This Corporation shall have a President, Secretary and Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers as provided for in the Bylaws of the Corporation as may be amended from time to time. A person may hold more than one office.

Section 2. The officers shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the Bylaws of the Corporation as may be amended from time to time.

#### ARTICLE VIII - TERM

The duration of this Corporation is perpetual.

#### ARTICLE IX - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or repealed only by the unanimous vote of the Shareholders and Directors.

## ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor section of the Florida Statutes applicable to the Corporation by reason of Florida Statute Section 621.13.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in subparagraphs (A) or (B) below is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

(A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;

(C) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to Shareholders, is applicable; or

(D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a Shareholder.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article X and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Sections 621.13 and 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

(b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 2 or Section 4. It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article X or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 4. The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that

the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article X.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any Bylaw, agreement, vote of Shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office; provided, however, that any such agreement for indemnification or advancement of expenses must, in order to be effective, be in writing and executed by a duly authorized officer of the Corporation.

Section 5. Any indemnification under this Article X shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X. Such determination shall be made:

(a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of one (1) or more Directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b); or

(ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or

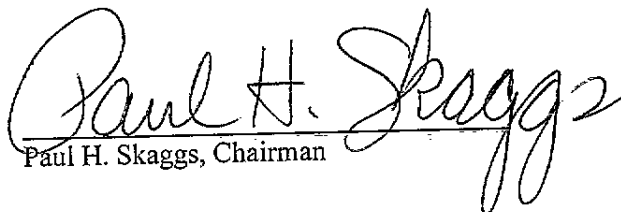
(d) By the Shareholders of the Corporation, by a majority vote of a quorum consisting of Shareholders who were at the time not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of Shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon the such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

Section 7. Indemnification and/or advancement of expenses as provided in this Article X shall continue, unless otherwise provided, as and when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

IN WITNESS WHEREOF, the undersigned Chairman of the Board has executed these Amended and Restated Articles of Incorporation this 17<sup>th</sup> day of July, 2002.

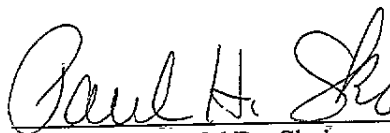
  
Paul H. Skaggs, Chairman



**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

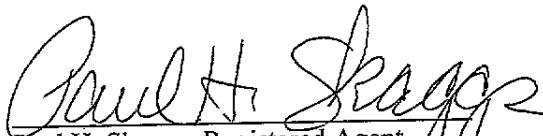
In compliance with Florida Statutes, Sections 48.091, 621.13 and 607.0501, the following is submitted:

Paul H. Skaggs, M.D., P.A. has designated 1485 37th Street, Suite 101, Vero Beach, FL 32960, as its initial Registered Office and has named Paul H. Skaggs, M.D., located at that address as its initial Registered Agent.

  
Paul H. Skaggs, M.D., Chairman

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TALLAHASSEE, FLORIDA

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes, Section 48.091, relative to keeping open said office.

  
Paul H. Skaggs, Registered Agent

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